

**Summary of Recommended Deductions**  
**CAPLIN & DRYSDALE, CHARTERED**

*In re Motors Liquidation Co., et al.* : Review of the Final Fee Applications

Total Fees & Expenses Requested (Final Fee Period)		\$2,471,906.97
Total Fees Requested		\$2,297,993.96
Total Expenses Requested		\$173,913.01
Total Fees & Expenses Requested (Current Interim Periods)		\$1,307,191.90
Total Fees Billed		\$1,218,786.00
Total Expenses Billed		\$88,405.90
Analysis of Interim Period		
Fee Category	Recommended Disallowance	
Exhibit A: Post-Confirmation Services -- Invoiced	\$8,940.00	
Post-Confirmation Services -- Charges Through 05/13/2011	\$11,261.75	
Exhibit B: Block Billing	\$2,382.60	
Exhibit C: Vague Tasks and Communication	\$4,114.26	
Exhibit D: Fee Inquiry Time	\$12,747.25	
Exhibit E: Non-Working Travel	\$559.25	
Expense Category		
Exhibit F: Expenses	\$30.96	
Fees and Expenses Total Recommended Disallowance		\$40,036.07

**Exhibit A: Post Confirmation Fees**  
**CAPLIN & DRYSDALE, CHARTERED**  
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Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Fee Applications -- Self	03/30/11	Benetos, Eugenia	\$107.50	1.1	\$118.25	Work on monthly fee statement.
2	Litigation	03/30/11	Gelburd, Mollie E.	\$205.00	1.6	\$328.00	Draft and prepare index of exhibits in Findings of Fact and Conclusions of Law Confirming Second Amended Joint Chapter 11 Plan for KM.
3	Plan & Disclosure Statement	03/30/11	Sackett, Andrew J.	\$340.00	1.7	\$578.00	Revision and review of trust agreement (1.2); revision and review of TDP (0.4); prep and review of emails to and from ACM re trust agreement (0.1);
4	Plan & Disclosure Statement	03/30/11	McMillan, Ann C.	\$625.00	0.6	\$375.00	Exchange e-mails with AJS re closing issues (.4); exchange e-mails with B. Mattick re trust issues (.2).

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
5	Plan & Disclosure Statement	03/30/11	Sackett, Andrew J.	\$340.00	6.4	\$2,176.00	<p>Revision and review of trust agreement (1.2); revision and review of TDP (0.4); prep and review of emails to and from ACM re trust agreement (0.1); prep of email to Meises re trust agreement (0.1); review of email from Meises re trust agreement (0.1); phone call w/ ACM re trust agreement (0.1); phone call w/ Davis re trust agreement and effective date (0.1); phone call w/ Arons re trust agreement (0.1); phone call w/ Davis re trust agreement and effective date (0.2); review of email from Davis re effective date (0.1); review of email from Arons re trust agreement and prep of email to Davis re trust agreement (0.1); review of email from ACM re TDP (0.1); prep of email to ACM re signed trust agreement (0.1); prep of email to Kegley re signed trust agreement (0.1); prep of email to Arons re signed trust agreement prep of email to Davis, Esserman, Kress and Campbell re trust agreement (0.1); prep and review of emails to and from debtors' counsel re trust agreement (0.1); prep of email to ACC re trust agreement (0.1);</p> <p>prep and review of emails to and from Davis re signed trust agreement (0.1); prep of email to Davis, Esserman, Kress and Campbell re TDP (0.1); prep and review of emails to and from Kress re TDP (0.1); prep and review of emails to and from Esserman re futures rep (0.1); review of emails from Kress and Esserman re trust agreement (0.1); prep and review of emails to and from Esserman and Kress re futures rep (0.2); prep and review of emails to and from Eskin and Milch re futures rep (0.2); prep of emails to debtors' counsel re modifications to trust agreement (0.1); prep and review of emails to and from Esserman and Kress re futures rep (0.1); prep of email to Arons re signed trust agreement (0.1);prep of email to Davis, Esserman, Kress and Campbell re trust agreement (0.1); prep of emails to ACC re trust agreement and TDP (0.1); prep of memo re trust assets (1.5); prep of email to EI re memo re trust assets (0.1); review of email from Davis &amp; Arons re trust agreement (0.2).</p>

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
6	Plan & Disclosure Statement	03/31/11	Sackett, Andrew J.	\$340.00	1.9	\$646.00	Review email from ACM re TDP (0.1); prepare email re TDP to debtors' counsel (0.1); voice mail from Weitz assistant re Trust Agreement signature pages (0.1); review email from EI re trust assets (0.1); review email from Kazan re trust assets (0.1); prepare email to ACM re trust asset issues (2x) (0.1); review email from ACM re trust assets (0.1); review emails from Davis re trust agreement and certificate of trust (0.1); review email from Arons re trust agreement (0.1); prepare and review emails to ACM re trust agreement (0.1); revision of trust agreement (0.2); prepare email to Arons and debtor counsel re trust agreement (0.1); prepare email to TAC members re trust agreement (0.1); prepare email to Davis, Esserman and Melville re effective date (0.1); review of emails from Kress, Esserman and Melville re effective date (0.2); prepare email to EI re effective date (0.1); review email from ACM re trust assets (0.1).
7	Plan & Disclosure Statement	03/31/11	McMillan, Ann C.	\$625.00	0.9	\$562.50	Exchange e-mails with AJS re closing issues (.5); exchange e-mails with S. Kazan re trust issues (.4).
8	Plan & Disclosure Statement	03/31/11	DelSavio, Sara Joy	\$205.00	3.2	\$656.00	Created confirmation order binder and assisted with index per KCM.
9	Plan & Disclosure Statement	03/31/11	Maclay, Kevin C.	\$535.00	0.1	\$53.50	Review correspondence re effective date
10	Tax Issues	03/30/11	Skillman, Richard W.	\$770.00	1.7	\$1,309.00	Tc w/H. Kaplan and analyze tax issues and implications.
11	Tax Issues	03/31/11	Skillman, Richard W.	\$770.00	1.9	\$1,463.00	Analyze tax issues, consider greater trust alternatives, and conference w/ACM.
12	Tax Issues	03/31/11	McMillan, Ann C.	\$625.00	0.3	\$187.50	Conference RWS re tax issues (.3)
13	Docket Review & Control	03/30/11	Osman, Sayem	\$205.00	0.8	\$164.00	Organize and review pleadings and other documents for integration into the firm's master document repository for future reference, review and/or retrieval by the attorney group.
14	Docket Review & Control	03/31/11	Osman, Sayem	\$205.00	1	\$205.00	Organize and review pleadings and other documents for integration into the firm's master document repository for future reference, review and/or retrieval by the attorney group.
15	Fee Applications -- Others	03/30/11	Benetos, Eugenia	\$107.50	1.1	\$118.25	Work on LAS monthly fee statement.
				<b>Total:</b>		<b>\$8,940.00</b>	
				<b>Reduction [100%]:</b>		<b>\$8,940.00</b>	

**Exhibit B: Block Billing**  
**CAPLIN & DRYSDALE, CHARTERED**  
*In re Motors Liquidation Co., et al. : Review of the Final Fee Applications*

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Plan & Disclosure Statement	10/6/2010	Phillips, Todd E.	\$300.00	9.7	\$2,910.00	Legal research re disclosure statement; confer with KCM re same.
2	Plan & Disclosure Statement	10/7/2010	Phillips, Todd E.	\$300.00	7.60	\$2,280.00	Legal research re disclosure statement; confer with KCM re same; prepare and edit objection re same.
3	Plan & Disclosure Statement	10/7/2010	Sackett, Andrew J.	\$310.00	1.90	\$589.00	Research into trust administrative costs and prep. of spreadsheets re: same.
4	Plan & Disclosure Statement	10/13/2010	Phillips, Todd E.	\$300.00	4.10	\$1,230.00	Prepare and edit objection to disclosure statement; confer with KCM re same
5	Plan & Disclosure Statement	10/14/2010	Williamson, Christopher E.	\$200.00	5.30	\$1,060.00	Edit TOA and TOC to brief; research documents regarding information for brief; check references within brief with exhibits for TEP and KCM
6	Plan & Disclosure Statement	10/14/2010	Phillips, Todd E.	\$300.00	6.40	\$1,920.00	Prepare, edit and file objection to disclosure statement; confer with KCM re same; confer with KGH re same.
7	Litigation (Ex. A-1)	11/15/2010	Reinsel, Ronald E.	\$655.00	2.60	\$1,703.00	Research re: potential discovery enforcement and related issues and review RCT memo re: same and follow-up w/RCT and TWS.
8	Litigation (Ex. A-1)	11/17/2010	Reinsel, Ronald E.	\$655.00	3.70	\$2,423.50	Follow-up re: memo cited cases and additional research re: discovery enforcement issues.
9	Litigation (Ex. A-1)	11/18/2010	Reinsel, Ronald E.	\$655.00	2.70	\$1,768.50	Research and case law review re: discovery/enforcement issues and follow-up re: memo regarding same.
<b>Total:</b>						<b>\$15,884.00</b>	
<b>Reduction: [15%]:</b>						<b>\$2,382.60</b>	

**Exhibit C: Vague Tasks and Communications**  
**CAPLIN & DRYSDALE, CHARTERED**  
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Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Case Administration	10/01/10	Phillips, Todd E.	\$300.00	0.7	\$210.00	Review docket re identification of issues relevant to asbestos constituency and forward materials to KCM.
2	Case Administration	10/04/10	Phillips, Todd E.	\$300.00	0.1	\$30.00	Review docketed motions and orders re identification of issues relevant to asbestos constituency
3	Case Administration	10/05/10	Phillips, Todd E.	\$300.00	0.4	\$120.00	Review docket and motion filings re identification of issues relevant to asbestos constituency
4	Case Administration	10/25/10	Phillips, Todd E.	\$300.00	0.6	\$180.00	Review docket and filed motions and orders re identification of issues relevant to asbestos constituency.
5	Case Administration	10/29/10	Maclay, Kevin C.	\$510.00	1	\$510.00	Review/analyze claim issue (.8); review/analyze internal memo re case status and tasks (.2)
6	Case Administration	11/13/10	Swett, Trevor W.	\$675.00	0.2	\$135.00	Review recent filings
7	Case Administration	01/14/11	Swett, Trevor W.	\$710.00	0.10	\$71.00	Telephone conference with L. Busch to respond to her inquiry re communication from Alix
8	Litigation	11/12/10	Williamson, Christopher E.	\$200.00	0.40	\$80.00	<b>Perform review of court documents on Pacer to identify relevant documents for MLC team (0.4);</b> review for cases cited in brief , research cases on Westlaw, and organize same for attorney review (2.4)
9	Litigation	12/27/10	Phillips, Todd E.	\$300.00	0.70	\$210.00	Review motion filings.
10	Litigation	02/16/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
11	Litigation	02/17/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
12	Litigation	02/18/11	Reinsel, Ronald E.	\$690.00	0.50	\$345.00	Coordinate re: confirmation hearing.
13	Litigation	02/22/11	Reinsel, Ronald E.	\$690.00	0.40	\$276.00	Coordinate re: confirmation hearing.
14	Litigation	02/24/11	Reinsel, Ronald E.	\$690.00	0.50	\$345.00	Coordinate re: confirmation hearing.
15	Litigation	02/25/11	Reinsel, Ronald E.	\$690.00	0.60	\$414.00	Coordinate re: confirmation hearing.
16	Plan & Disclosure Statement	10/11/10	Lockwood, Peter Van N.	\$860.00	0.30	\$258.00	Teleconference KCM.
17	Plan & Disclosure Statement	10/26/10	Wehner, James P.	\$510.00	0.70	\$357.00	E-mails re notice issues

Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
18	Plan & Disclosure Statement	12/27/10	Phillips, Todd E.	\$300.00	2.50	\$750.00	Review materials re plan.
19	Plan & Disclosure Statement	12/30/10	Lockwood, Peter Van N.	\$860.00	0.10	\$86.00	Review e-mail.
20	Plan & Disclosure Statement	12/30/10	Phillips, Todd E.	\$300.00	3.30	\$990.00	Review plan materials.
21	Plan & Disclosure Statement	01/04/11	Phillips, Todd E.	\$340.00	0.50	\$170.00	Review plan materials.
22	Plan & Disclosure Statement	01/05/11	Lockwood, Peter Van N.	\$905.00	2.10	\$1,900.50	Review POR.
23	Plan & Disclosure Statement	01/08/11	Lockwood, Peter Van N.	\$905.00	0.20	\$181.00	Review e-mail and reply re POR revs.
24	Plan & Disclosure Statement	03/09/11	Reinsel, Ronald E.	\$690.00	0.30	\$207.00	Correspondence re: hearing issues.
25	Case Administration (Ex. A-1)	12/09/10	Reinsel, Ronald E.	\$655.00	0.40	\$262.00	Coordination re hearing.
26	Case Administration (Ex. A-1)	01/03/11	Reinsel, Ronald E.	\$690.00	1.30	\$897.00	Case file management and organization.
27	Case Administration (Ex. A-1)	01/13/11	Reinsel, Ronald E.	\$690.00	0.90	\$621.00	Review hearing transcript and follow up re: same.
28	Case Administration (Ex. A-1)	01/14/11	Reinsel, Ronald E.	\$690.00	0.90	\$621.00	Review hearing transcript and follow up re: same.
29	Litigation (Ex. A-1)	11/11/10	Reinsel, Ronald E.	\$655.00	0.40	\$262.00	Work w/ RCT re: discovery issues research.
30	Litigation (Ex. A-1)	11/12/10	Reinsel, Ronald E.	\$655.00	1.30	\$851.50	Follow-up re: claimants' discovery objections and review citations re: same.
31	Litigation (Ex. A-1)	11/15/10	Reinsel, Ronald E.	\$655.00	4.80	\$3,144.00	Work re: discovery and appeal issues and review cases re: same.
32	Litigation (Ex. A-1)	11/16/2010	Reinsel, Ronald E.	\$655.00	5.20	\$3,406.00	Work re: discovery and appeal issues and review cases re: same.
33	Litigation (Ex. A-1)	11/17/2010	Reinsel, Ronald E.	\$655.00	3.60	\$2,358.00	Work re: discovery and appeal issues and review cases re: same.
34	Litigation (Ex. A-1)	11/18/2010	Reinsel, Ronald E.	\$656.00	4.50	\$2,952.00	Work re: discovery and appeal issues and review cases re: same.
35	Litigation (Ex. A-1)	11/19/2010	Reinsel, Ronald E.	\$657.00	4.20	\$2,759.40	Work re: discovery and appeal issues and review cases re: same.
36	Litigation (Ex. A-1)	11/23/2010	Reinsel, Ronald E.	\$655.00	1.40	\$917.00	Follow-up re: discovery research.
<b>Total:</b>						<b>\$27,428.40</b>	
<b>Total Reduction [15%]:</b>						<b>\$4,114.26</b>	

**Exhibit D: Fee Inquiry Time**  
**CAPLIN & DRYSDALE, CHARTERED**  
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Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Fee Applications -- Self	12/03/10	Benetos, Eugenia	\$105.00	2.0	\$210.00	As per RCT, perform review of expenses filed in the 2nd Interim (1); review expenses on 6/21 and 6/22 for TWS (.6); review FE letter (.2); T/C with attorney at G&K re: expenses (.2).
2	Plan & Disclosure Statement	12/31/10	Tobin, Rita C.	\$545.00	0.1	\$54.50	Email RER re Gerber clarification letter (0.1)
3	Plan & Disclosure Statement	01/11/11	Inselbuch, Elihu	\$1,000.00	0.2	\$200.00	Reviewed draft letter to the fee examiner (0.1); T/C TWS re same (0.1)
<b>Total this page:</b>						<b>\$464.50</b>	
<b>Fee Inquiry Time Identified by Caplin:</b>						<b>\$35,030.00</b>	
<b>Total Fee Inquiry Time Requested:</b>						<b>\$35,494.50</b>	
<b>Safe Harbor:</b>						<b>\$10,000.00</b>	
<b>Reduction: [50%]</b>						<b>\$12,747.25</b>	



**Exhibit E: Non-Working Travel**  
**CAPLIN & DRYSDALE, CHARTERED**

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Row No.	Matter Name	Date	Timekeeper	Rate	Hours	Fees	Description
1	Docket Review	10/18/2010	Benetos, Eugenia	\$210.00	1.10	\$231.00	Organize and prepare materials for hand delivery to Judge's Chambers (.4); make duplicates of materials and organize for EI and RCT (.2); perform review of emails from EPIQ re: filing protocol (.1); send emails to EPIQ re: status of recent filing (.2); <b>deliver to Chambers and dictate notification email to BH re: delivery status of package (1.1).</b>
2	Litigation	10/20/2010	Benetos, Eugenia	\$210.00	1	\$210.00	<b>Hand delivery of Joinder to Judge's Chambers (1);</b> prepare material and dictate email to BH for attorneys re: delivery status. (.5); emails with S. Garabato and ECF filing of Affidavit of Service to Joinder (.4).
3	Litigation	11/16/2010	Benetos, Eugenia	\$210.00	1	\$210.00	Prepare materials for court filing and save proposed order on disk (.4). <b>Filing of materials to Chambers (1).</b>
4	Litigation	11/30/2010	Benetos, Eugenia	\$210.00	1.10	\$231.00	Preparation of Notice of Withdrawal for filing on the court docket (.4); filing on ECG of Notice (.2); emails to EPIQ re: notice of filing (.4). <b>Service of courtesy copy to Chambers (1.1).</b>
5	Litigation	3/2/2011	Benetos, Eugenia	\$215.00	1.10	\$236.50	Hand delivery to Judge's chambers and dictation of email to KCM.
<b>Total:</b>						<b>\$1,118.50</b>	
<b>Reduction: [50%]</b>						<b>\$559.25</b>	

**Exhibit F: Expenses**  
**CAPLIN & DRYSDALE, CHARTERED**  
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Row No.	Expense Category	Date	Requested on Fee Application	Description	Reason	Allowed Amount	Reduction
1	15 Air & Train Transportation	10/14/2010	\$20.00	Trevor W. Swett - Agent Fee, re: Amtrak Business Class Train Fare for Travel to/from NY, 10/3/20 - 10/5/10 (Coach Fare \$180.50; Split b/w the Firm and client 57.33	The \$40 agent fee (reduced by half because of split between Firm and client) was already included in the base fare calculation of \$361 (reduced by half to \$180.50).	\$0.00	\$20.00
2	21 Meals Related to Travel	3/9/2011	\$20.96	Ronald E. Reinsel -Breakfast at the Ritz-Carlton (go guests) while on Travel to/from NY, re: Hearing, 3/3/3011	Exceeds the \$20 per meal cap.	\$20.00	\$0.96
3	21 Meals Related to Travel	3/9/2011	\$31.00	Kate G. Henningsen -Lunch at Ohara's Restraurant (no guests) while on Travel to/from NY, re: GM confirmation hearing, 3/2/2011	Exceeds the \$20 per meal cap.	\$21.00	\$10.00
						<b>Totals:</b>	<b>\$30.96</b>
						<b>Reduction [100%]:</b>	<b>\$30.96</b>